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-and-

W. Steven Bryant (*pro hac vice motion to be filed*)  
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*Counsel for Cardtronics USA, Inc.*

**UNITED STATES BANKRUPTCY COURT FOR THE  
SOUTHERN DISTRICT OF NEW YORK**

**In re:**

**SEARS HOLDINGS CORPORATION, *et al.*,  
  
Debtors.<sup>1</sup>**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**Jointly Administered**

**MOTION FOR ADMISSION *PRO HAC VICE***

I, W. Steven Bryant, request admission, *pro hac vice*, before the Honorable Robert D. Drain, to represent Cardtronics USA, Inc. ("Cardtronics") in the above-captioned chapter 11 cases.

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<sup>1</sup>The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

I certify that I am a member in good standing of the bar in the State of Texas and, have been admitted to practice and am in good standing for the U.S. Court of Appeals – Third Circuit, U.S. Court of Appeals – Fifth Circuit, U.S. District Court for the Southern District of Texas, U.S. District Court for the Northern District of Texas, U.S. District Court for the Eastern District of Texas, and U.S. District Court for the Western District of Texas.

I will cause the filing fee of \$200.00 to be submitted with this motion for *pro hac vice* admission.

Dated: December 20, 2018  
New York, New York

Respectfully Submitted,

By: 

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the foregoing Motion for Admission *Pro Hac Vice* was served via ECF upon all parties registered to receive service via ECF in these Bankruptcy Cases on this 20th day of December, 2018.

/s/ Joseph N. Froehlich

Joseph N. Froehlich